

Exhibit 6B

7/31/2014 Deposition Transcript of R. Rapson (excerpted)

RIP RAPSON
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN

In re) Chapter 9
CITY OF DETROIT, MICHIGAN,) Case No. 13-53846
Debtor.) Hon. Steven W. Rhodes

The Videotaped Deposition of RIP RAPSON,
Taken at 1114 Washington Boulevard,
Detroit, Michigan,
Commencing at 9:02 a.m.,
Thursday, July 31, 2014,
Before Rebecca L. Russo, CSR-2759, RMR, CRR.

<p style="text-align: right;">Page 73</p> <p>1 RIP RAPSON</p> <p>2 contribute under the Detroit Future City plan in any</p> <p>3 way?</p> <p>4 A. Ability to?</p> <p>5 Q. Yes.</p> <p>6 A. No.</p> <p>7 Q. Could it?</p> <p>8 A. No.</p> <p>9 Q. Why is that?</p> <p>10 A. The amount of money that we dedicated to the Grand</p> <p>11 Bargain is over and above our annual what's called</p> <p>12 payout. Every year a private foundation like Kresge</p> <p>13 is required to pay a certain percentage of its assets</p> <p>14 according to a complicated IRS formula.</p> <p>15 We set that amount at the beginning of</p> <p>16 every year. So for 2015 we would say five percent of</p> <p>17 a three-and-a-half billion dollar asset base is</p> <p>18 approximately 150, 60 million dollars, add to that</p> <p>19 administrative expenses, that's what we're going to</p> <p>20 pay.</p> <p>21 What we did with the Grand Bargain is to</p> <p>22 say this is an extraordinary circumstance, it has</p> <p>23 never come up before, therefore our contribution to</p> <p>24 the Grand Bargain will sit on top of that. It will</p> <p>25 not diminish in any way our existing commitments or</p>	<p style="text-align: right;">Page 75</p> <p>1 RIP RAPSON</p> <p>2 that's the view from the City, as well, is that fair?</p> <p>3 A. Again, from the mayor or from Kevyn Orr?</p> <p>4 Q. Let's break it up. Let's start with Mayor Bing.</p> <p>5 A. Mayor Bing, he, he initially was very supportive, and</p> <p>6 for all sorts of complex political and interpersonal</p> <p>7 reasons found himself distancing from the plan, was</p> <p>8 one of the reasons that we took it outside of city</p> <p>9 hall. For a while it was inside city hall as his</p> <p>10 Detroit Works project. We took it out.</p> <p>11 So I think his relationship to the plan was</p> <p>12 somewhat complex. I think he believed in its</p> <p>13 essential principles, but some of the, some of the</p> <p>14 interpersonal dynamics between his staff, and who was</p> <p>15 in control, and who was making decisions, and who was</p> <p>16 Toni Griffin, and why was she in such a position of</p> <p>17 influence, it was a lot of complex, not entirely</p> <p>18 productive interaction.</p> <p>19 Q. And has that, that relationship stayed the same up</p> <p>20 through today?</p> <p>21 A. No, no, no. Mayor Duggan has been extraordinarily</p> <p>22 supportive of the plan. His deputy, Tom Lewand, once</p> <p>23 said that he -- to me that he had memorized the entire</p> <p>24 economic development chapter of the plan, that he was</p> <p>25 that committed to it.</p>
<p style="text-align: right;">Page 74</p> <p>1 RIP RAPSON</p> <p>2 our existing budget items.</p> <p>3 Q. To your knowledge, did anybody from the City that was</p> <p>4 involved with drafting the plan of adjustment review</p> <p>5 the Detroit City Future plan before they -- as part of</p> <p>6 drafting the City's plan of adjustment?</p> <p>7 MR. SHUMAKER: Object to the form.</p> <p>8 A. I don't know if it was a part of, but in my</p> <p>9 conversations with Kevyn Orr, when I've been in his</p> <p>10 office, the Detroit Future City plan sits on his desk,</p> <p>11 and he has gone out of his way a couple of times to</p> <p>12 thank us for the work and to convey that he believes</p> <p>13 that it is in many ways an investment blueprint for</p> <p>14 the future of the City. That he can adjust long-term</p> <p>15 debt, he can even help restructure municipal services,</p> <p>16 but at the end of the day, the kind of long-term</p> <p>17 investment plan that the City requires in order to</p> <p>18 return for health is at least, in part, provided by</p> <p>19 the Detroit Future City plan.</p> <p>20 BY MR. MCCARTHY:</p> <p>21 Q. Is it your opinion as you sit here today that the</p> <p>22 Detroit Future City plan will work hand-in-hand with</p> <p>23 the City's proposed plan of adjustment?</p> <p>24 A. Yes.</p> <p>25 Q. And has anyone from the -- and it's your opinion that</p>	<p style="text-align: right;">Page 76</p> <p>1 RIP RAPSON</p> <p>2 Q. Are you aware, one way or the other, whether anyone at</p> <p>3 Conway MacKenzie has reviewed the Detroit Future City</p> <p>4 plan?</p> <p>5 A. I do not know.</p> <p>6 Q. I want to talk about the Grand Bargain a little bit,</p> <p>7 with this caveat. I understand there's a mediation in</p> <p>8 order. Are you aware of the mediation order?</p> <p>9 A. I have been made aware of that, yes.</p> <p>10 Q. When did you become aware of that?</p> <p>11 A. Most recently, yesterday. I just didn't know what the</p> <p>12 mediation order meant, and I still don't think I do</p> <p>13 know what it means.</p> <p>14 Q. And with this entire conversation, the caveat, of</p> <p>15 course, goes with what I've said before, which is to</p> <p>16 the extent you and your personal lawyer, Kresge's</p> <p>17 lawyers had discussions even outside of the mediation,</p> <p>18 I don't want to get into the substance of those</p> <p>19 conversations.</p> <p>20 But prior to yesterday, did you have any</p> <p>21 understanding with respect to whether or not the</p> <p>22 Kresge Foundation's involvement with the Grand</p> <p>23 Bargain, whether those conversations or that happened</p> <p>24 during the process leading up to the Grand Bargain --</p> <p>25 A. I see.</p>

<p style="text-align: right;">Page 77</p> <p>1 RIP RAPSON</p> <p>2 Q. -- were protected from disclosure?</p> <p>3 A. I see, yes. A couple of months ago Judge Rosen</p> <p>4 conveyed that to a group of us. Someone raised the</p> <p>5 question of whether these, these conversations during</p> <p>6 the mediation and during the formulation of the Grand</p> <p>7 Bargain would then become a matter of public record,</p> <p>8 and he at that point explained that there was a</p> <p>9 mediation privilege that he felt would cover those</p> <p>10 conversations.</p> <p>11 Q. And I don't, I do not want to get into any of those</p> <p>12 conversations that you feel as though are privileged</p> <p>13 by that mediation order or Judge Rosen's instructions</p> <p>14 to you. So to the extent I ask a question and that</p> <p>15 objection comes up or you feel as though you'd be</p> <p>16 violating that, please let me know. Is that fair?</p> <p>17 A. Yes.</p> <p>18 Q. Okay. Prior to any discussions with anyone who's</p> <p>19 involved with the bankruptcy currently, whether it be</p> <p>20 Judge Rosen, Judge Rhodes, the City, had the Kresge</p> <p>21 Foundation discussed getting involved in the</p> <p>22 bankruptcy in any way?</p> <p>23 MR. KURZWEIL: When you say the Kresge</p> <p>24 Foundation, I assume you mean Mr. Rapson.</p> <p>25 MR. MCCARTHY: I do, Mr. Rapson, and</p>	<p style="text-align: right;">Page 79</p> <p>1 RIP RAPSON</p> <p>2 Q. Let me be a little bit more specific with it. From</p> <p>3 the time that the bankruptcy filing occurred, Detroit</p> <p>4 bankruptcy occurred, and up until the time where you</p> <p>5 believe your conversations regarding the mediation,</p> <p>6 the mediation back and forth started --</p> <p>7 A. Mmm-hmm.</p> <p>8 Q. -- we're not talking about those, did you have any</p> <p>9 conversations with the folks -- did you have any</p> <p>10 conversations with anyone that you can remember</p> <p>11 regarding whether Kresge would get involved in the</p> <p>12 bankruptcy --</p> <p>13 A. Oh, I see.</p> <p>14 Q. -- in order to, one, preserve the collection at the</p> <p>15 DIA?</p> <p>16 A. No, no.</p> <p>17 Q. And prior to -- after the filing of the City of</p> <p>18 Detroit's bankruptcy and prior to the time that Kresge</p> <p>19 became involved in conversations back and forth</p> <p>20 regarding the Grand Bargain mediation, were you</p> <p>21 involved with any discussions regarding Kresge</p> <p>22 becoming involved in the bankruptcy to soften the blow</p> <p>23 to the pensioners?</p> <p>24 A. No.</p> <p>25 Q. When did, when did you first become aware of what's</p>
<p style="text-align: right;">Page 78</p> <p>1 RIP RAPSON</p> <p>2 internal conversations within your foundation.</p> <p>3 BY MR. MCCARTHY:</p> <p>4 Q. Correct, I'm not asking a corporate</p> <p>5 representative-type question, that's fair.</p> <p>6 A. Yeah, I think I understand. I'll try not to overthink</p> <p>7 the answer. One of the things that I'm reminded of is</p> <p>8 that three or four years ago we were in a meeting of a</p> <p>9 number of civic leaders and talking about how to be</p> <p>10 helpful to the Bing administration, and I remember one</p> <p>11 person in the room just sort of saying, you know, this</p> <p>12 is all fine and good, but the City is going to go into</p> <p>13 bankruptcy. And I remember at that time thinking,</p> <p>14 "Yeah, right," you know, "that's not going to happen."</p> <p>15 So that aside, I think when the bankruptcy</p> <p>16 conversations began to hit the press and become more</p> <p>17 visible, I think we had conversations internally about</p> <p>18 how would that affect us. Would that in any way cause</p> <p>19 us to change course. Were we investing in the right</p> <p>20 kinds of things. Would the bankruptcy undo</p> <p>21 investments we had spent so much time and money and</p> <p>22 energy engaging in.</p> <p>23 But there was -- that's -- it was just sort</p> <p>24 of a generalized anxiety, I think, about the effects</p> <p>25 of the bankruptcy and our work.</p>	<p style="text-align: right;">Page 80</p> <p>1 RIP RAPSON</p> <p>2 now become known as the Grand Bargain or the process</p> <p>3 leading towards the Grand Bargain?</p> <p>4 A. I think it was at the time that Judge Rosen asked the</p> <p>5 group of foundations together and hear him out on an</p> <p>6 idea he had.</p> <p>7 Q. So I take it that the way you and your organization</p> <p>8 became involved with the Grand Bargain was by Judge</p> <p>9 Rosen reaching out to you and not the opposite, you</p> <p>10 actually reaching out to Judge Rosen?</p> <p>11 A. That's correct.</p> <p>12 Q. And when did Judge Rosen reach out to you directly to</p> <p>13 get involved in the Grand Bargain?</p> <p>14 A. I'm sorry, I don't recall what that date was, but it</p> <p>15 was, it was right at the same time that he was</p> <p>16 gathering -- I wasn't able to attend that first</p> <p>17 meeting, but I think -- didn't he gather people in his</p> <p>18 chambers? The foundation community in his chambers.</p> <p>19 I think that was really, it was in that time slot that</p> <p>20 I first became aware of it.</p> <p>21 Q. And did Judge -- is the first time you considered</p> <p>22 becoming involved in the Grand Bargain, was that on a</p> <p>23 phone call where Judge Rosen contacted you personally?</p> <p>24 A. No.</p> <p>25 Q. When was it?</p>

20 (Pages 77 to 80)

<p style="text-align: right;">Page 81</p> <p>1 RIP RAPSON</p> <p>2 A. It was in a, a dinner conversation I had with him.</p> <p>3 Q. And during this dinner conversation, this is when</p> <p>4 Judge Rosen proposed that the Kresge Foundation become</p> <p>5 involved with the Grand Bargain, is that fair?</p> <p>6 A. Yes.</p> <p>7 Q. And I've reviewed on YouTube, of all places, a speech</p> <p>8 that you gave at Wayne State University -- maybe not a</p> <p>9 speech, but it certainly was a formal type speech, and</p> <p>10 do you remember that, that address?</p> <p>11 A. I do.</p> <p>12 Q. Okay. Do you remember when that was?</p> <p>13 A. It was, what, I don't know, two-and-a-half months ago,</p> <p>14 I think.</p> <p>15 Q. And during that address to the audience, you</p> <p>16 referenced your initial conversations with Mr. Rosen,</p> <p>17 is that fair, with Judge Rosen?</p> <p>18 A. I don't recall, but if it's on YouTube, I'll take your</p> <p>19 word for it.</p> <p>20 Q. And we thought about bringing it in and playing it for</p> <p>21 you.</p> <p>22 A. Oh, that would have really been torture.</p> <p>23 Q. Tell me if I'm right. When Judge -- during your first</p> <p>24 conversation with Judge Rosen, where he proposed that</p> <p>25 the Kresge Foundation become involved in the process</p>	<p style="text-align: right;">Page 83</p> <p>1 RIP RAPSON</p> <p>2 A. Yes.</p> <p>3 Q. Let me try to reframe it and see if we can do it that</p> <p>4 way. If not, I understand.</p> <p>5 At 10 minutes and 45 seconds into the</p> <p>6 speech that you gave at Wayne State University on the</p> <p>7 topic of the bankruptcy, you noted to the audience</p> <p>8 that Judge Rosen asked you specifically to get</p> <p>9 involved within the Grand Bargain in order to, quote,</p> <p>10 soften the blow that pensioners might be forced to</p> <p>11 take.</p> <p>12 Do you remember that?</p> <p>13 MR. SHUMAKER: I'm going to object on the</p> <p>14 same line. You can ask whether he made that statement</p> <p>15 at Wayne State, but you cannot ask whether in fact</p> <p>16 that was something that Judge Rosen said to him.</p> <p>17 MR. KURZWEIL: I'll instruct the witness</p> <p>18 not to answer that particular question.</p> <p>19 BY MR. MCCARTHY:</p> <p>20 Q. And you'll follow those instructions based on the</p> <p>21 mediation order?</p> <p>22 A. Yes.</p> <p>23 Q. Okay. Did you make the following statement at Wayne</p> <p>24 State in your address regarding, in part, the Detroit</p> <p>25 bankruptcy, quote: So he said, and he being Judge</p>
<p style="text-align: right;">Page 82</p> <p>1 RIP RAPSON</p> <p>2 for the Grand Bargain, was it Judge Rosen who brought</p> <p>3 up that the involvement of the foundation should occur</p> <p>4 because it could soften the blow to the pensioners and</p> <p>5 help preserve the collection at the DIA?</p> <p>6 MR. SHUMAKER: Objection. This calls for</p> <p>7 communications between Judge Rosen and Mr. Rapson. I</p> <p>8 believe this falls within the construct of the</p> <p>9 mediation order, and I would ask that the witness be</p> <p>10 instructed not to answer.</p> <p>11 If you have specific parts of the YouTube</p> <p>12 video or Mr. Rapson's statements you would want to ask</p> <p>13 him about, that's a different story. But I think when</p> <p>14 you get to the back and forth between Mr. Rapson and</p> <p>15 Judge Rosen, you are intruding into the area protected</p> <p>16 by the mediation order.</p> <p>17 MR. KURZWEIL: Under those circumstances,</p> <p>18 I'm going to instruct the witness not to answer that</p> <p>19 specific question.</p> <p>20 BY MR. MCCARTHY:</p> <p>21 Q. And is it fair to assume that you will follow those</p> <p>22 instructions and not answer questions based on the</p> <p>23 mediation order with respect to your initial</p> <p>24 back-and-forth conversations with Judge Rosen at your</p> <p>25 initial meeting with him?</p>	<p style="text-align: right;">Page 84</p> <p>1 RIP RAPSON</p> <p>2 Rosen, what I want to propose is that the foundations</p> <p>3 come to the table with a solution that helps avoid</p> <p>4 having to litigate those two issues, and the solution,</p> <p>5 of course, that you all have become familiar with</p> <p>6 since then is sort of the Grand Bargain, or what he</p> <p>7 for a while was calling the art trust, in which we</p> <p>8 would try to identify an amount of money that would be</p> <p>9 sufficient to help soften the blow that the pensioners</p> <p>10 might be forced to take, and we would also try to</p> <p>11 figure out an amount that would be -- constitute</p> <p>12 sufficient consideration for the transfer of the art</p> <p>13 into a new non-profit and sort of take those issues</p> <p>14 off the table.</p> <p>15 MR. KURZWEIL: Counsel, without asking to</p> <p>16 let me see a copy, are you representing that that's a</p> <p>17 complete recitation of the words spoken by the</p> <p>18 witness?</p> <p>19 MR. MCCARTHY: I am, Counsel. We attempted</p> <p>20 to do our best to translate what was said at that</p> <p>21 YouTube in to this direct quote, and the direct quote</p> <p>22 was written for me from the good folks at my office.</p> <p>23 MR. SHUMAKER: Then I would suggest that</p> <p>24 the witness can answer whether he recalls making the</p> <p>25 statement as Mr. McCarthy has articulated.</p>

21 (Pages 81 to 84)

<p style="text-align: right;">Page 85</p> <p>1 RIP RAPSON</p> <p>2 A. I don't, I don't recall word-for-word, but that</p> <p>3 certainly sounds like my words.</p> <p>4 BY MR. MCCARTHY:</p> <p>5 Q. What did you do to prepare for your address at Wayne</p> <p>6 State, and specifically with respect to the statement</p> <p>7 that I just read? Did you do anything to prepare to</p> <p>8 make that particular statement?</p> <p>9 A. If I recall correctly, I was working off of a series</p> <p>10 of schematic diagrams and I was talking to the</p> <p>11 diagrams. So I, I don't believe I was working from</p> <p>12 notes, and I know I was not working from a script.</p> <p>13 Q. And those diagrams that you're referencing now, are</p> <p>14 those the diagrams you referenced that you reviewed in</p> <p>15 preparation for today's testimony?</p> <p>16 A. Yes.</p> <p>17 Q. And you mentioned you believe those diagrams have been</p> <p>18 produced in this case?</p> <p>19 A. Yes.</p> <p>20 Q. To the extent they haven't been, and I don't know,</p> <p>21 I've reviewed them, we'd ask that they be produced.</p> <p>22 We'll follow up with your counsel.</p> <p>23 MR. SHUMAKER: I can state that they have</p> <p>24 been produced by the City.</p> <p>25 MR. MCCARTHY: Okay.</p>	<p style="text-align: right;">Page 87</p> <p>1 RIP RAPSON</p> <p>2 answer.</p> <p>3 BY MR. MCCARTHY:</p> <p>4 Q. Is it fair to say that you will follow those</p> <p>5 instructions, Mr. Rapson?</p> <p>6 A. To a tee.</p> <p>7 Q. Prior to your meeting with Mr. Rosen that you've</p> <p>8 talked about here today, your initial meeting, did you</p> <p>9 have any opinion one way or the other whether</p> <p>10 softening the blow to the pensioners or transferring</p> <p>11 the art at the DIA to a new non-profit entity were</p> <p>12 issues that could tie up the bankruptcy?</p> <p>13 A. Yes.</p> <p>14 Q. And when did, when did you personally come to that</p> <p>15 realization?</p> <p>16 A. There was so much writing in the, in the public press</p> <p>17 about the constitutional protection of the pensions</p> <p>18 and the likelihood that any diminution of their value</p> <p>19 would be litigated extensively, and that there were a</p> <p>20 series of issues surrounding the Detroit Institute's</p> <p>21 art collection, and whether they were held in trust or</p> <p>22 whether they were reachable by creditors, that whole</p> <p>23 suite of issues, that in turn appeared from the</p> <p>24 popular accounts to suggest that these would be issues</p> <p>25 that would be litigated for quite some time.</p>
<p style="text-align: right;">Page 86</p> <p>1 RIP RAPSON</p> <p>2 MR. SHUMAKER: At least I should say the</p> <p>3 schematics from Mr. Rapson have been produced.</p> <p>4 Whether they are in fact the exact same ones that he</p> <p>5 had at Wayne State, I do not know.</p> <p>6 THE WITNESS: I think they are the same.</p> <p>7 BY MR. MCCARTHY:</p> <p>8 Q. Mr. Rapson, so that I can maybe streamline some of the</p> <p>9 additional questions I have, as you sit here today,</p> <p>10 will you -- and I don't want you to answer this</p> <p>11 question, I want to find out whether you believe these</p> <p>12 questions, line of questions is covered by the</p> <p>13 mediation privilege.</p> <p>14 So to the extent I ask you about the back</p> <p>15 and forth with Mr. Rosen or any other parties who were</p> <p>16 involved with the mediation that took place after your</p> <p>17 initial meeting with Judge Rosen regarding the Grand</p> <p>18 Bargain, which was at a dinner, as you referenced,</p> <p>19 will you be able to answer those questions here today?</p> <p>20 MR. SHUMAKER: I would be interposing an</p> <p>21 objection to all such questions, because I believe</p> <p>22 that back and forth would be covered by the mediation</p> <p>23 order entered by Judge Rosen.</p> <p>24 MR. KURZWEIL: It's my intention upon</p> <p>25 request of counsel to instruct the witness not to</p>	<p style="text-align: right;">Page 88</p> <p>1 RIP RAPSON</p> <p>2 It certainly struck me at a very lay</p> <p>3 person's level of understanding that those two issues</p> <p>4 were going to be tough issues to mud wrestle through</p> <p>5 the bankruptcy.</p> <p>6 Q. Prior to your meeting with Judge Rosen, had you had</p> <p>7 any discussions with anybody regarding how the Kresge</p> <p>8 Foundation might get involved in the bankruptcy at all</p> <p>9 in order to help address either of those issues, that</p> <p>10 being softening the blow to the pensioners or</p> <p>11 preserving the collection at the DIA?</p> <p>12 A. There were, there were no serious conversations about</p> <p>13 specific ideas to resolve either issue.</p> <p>14 Q. So I take it, then, the point in time where you did</p> <p>15 meet with Judge Rosen regarding potentially getting</p> <p>16 involved with the Grand Bargain, that was the first</p> <p>17 time that you at the Kresge Foundation gave any</p> <p>18 serious consideration or had a serious conversation</p> <p>19 about how the Kresge Foundation might get involved</p> <p>20 with the bankruptcy in order to either soften the blow</p> <p>21 to the pensioners or preserve the collection at the</p> <p>22 DIA?</p> <p>23 MR. SHUMAKER: Object to the form.</p> <p>24 A. Yeah, or to expedite the resolution of the bankruptcy,</p> <p>25 yes, that was the first time.</p>

22 (Pages 85 to 88)